

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

In Re:	)	
	)	
Payless Holdings LLC, <i>et al.</i> ,	)	Case No. 17-42267-659
	)	Chapter 11
	)	
Debtors.	)	Jointly Administered

**ORDER (I) DIRECTING JOINT ADMINISTRATION  
OF CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”): (a) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81.901(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties-in-interest; and this Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing under the circumstances; and this Court having reviewed the Motion and having heard the statements in support of the relief

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<sup>1</sup> Capitalized terms used in this Order and not immediately defined have the meanings given to such terms in the Motion or in the First Day Declaration, as applicable.

requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is

**HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 17-42267-659.
3. The caption of the jointly administered cases should read as follows:

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

In Re:	)	
	)	
Payless Holdings LLC, <i>et al.</i> ,	)	Case No. 17-42267-659
	)	Chapter 11
	)	
Debtors.	)	Jointly Administered

4. The foregoing caption satisfies the requirements set forth in Section 342(c)(1) of the Bankruptcy Code.
5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than Payless Holdings LLC, to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 11 cases of: Payless Holdings LLC; Payless Intermediate Holdings LLC; WBG-PSS Holdings LLC; Payless Inc.; Payless Finance, Inc.; Collective Brands Services,

Inc.; PSS Delaware Company 4, Inc.; Shoe Sourcing, Inc.; Payless ShoeSource, Inc.; Eastborough, Inc.; Payless Purchasing Services, Inc.; Payless ShoeSource Merchandising, Inc.; Payless Gold Value CO, Inc.; Payless ShoeSource Distribution, Inc.; Payless ShoeSource Worldwide, Inc.; Payless NYC, Inc.; Payless ShoeSource of Puerto Rico, Inc.; Payless Collective GP, LLC; Collective Licensing, L.P.; Collective Licensing International, LLC; Clinch, LLC; Collective Brands Franchising Services, LLC; Payless International Franchising, LLC; Collective Brands Logistics Limited; Dynamic Assets Limited; PSS Canada, Inc.; Payless ShoeSource Canada Inc.; Payless ShoeSource Canada GP Inc.; and Payless ShoeSource Canada LP. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 17-42267-659.

6. One consolidated docket, one file, and one consolidated service list shall be maintained by the Debtors and kept by the Clerk of the Court.

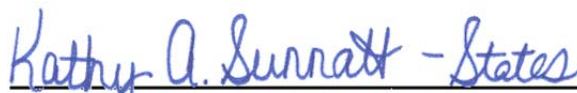
7. The Debtors may file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the U.S. Trustee, by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

9. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of the local rules of this Court are satisfied by such notice.

10. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

11. No later than two (2) business days after entry of this Order, the Debtors shall serve a copy of this Order on the Notice Parties and shall file a certificate of service no later than 24 hours after service.

  
KATHY A. SURRATT-STATES  
Chief United States Bankruptcy Judge

DATED: April 5, 2017  
St. Louis, Missouri

**Order Prepared By:**

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**SCHEDULE 1**

	<b>Debtor's Name</b>
1.	Payless Holdings LLC
2.	Payless Intermediate Holdings LLC
3.	WBG-PSS Holdings LLC
4.	Payless Inc.
5.	Payless Finance, Inc.
6.	Collective Brands Services, Inc.
7.	PSS Delaware Company 4, Inc.
8.	Shoe Sourcing, Inc.
9.	Payless ShoeSource, Inc.
10.	Eastborough, Inc.
11.	Payless Purchasing Services, Inc.
12.	Payless ShoeSource Merchandising, Inc.
13.	Payless Gold Value CO, Inc.
14.	Payless ShoeSource Distribution, Inc.
15.	Payless ShoeSource Worldwide, Inc.
16.	Payless NYC Inc.
17.	Payless ShoeSource of Puerto Rico, Inc.
18.	Payless Collective GP, LLC
19.	Collective Licensing, L.P.
20.	Collective Licensing International, LLC
21.	Clinch, LLC
22.	Collective Brands Franchising Services, LLC
23.	Payless International Franchising, LLC
24.	Collective Brands Logistics, Limited
25.	Dynamic Assets Limited
26.	PSS Canada, Inc.
27.	Payless ShoeSource Canada Inc.
28.	Payless ShoeSource Canada GP Inc.
29.	Payless ShoeSource Canada LP